

REMITTANCE ADVICE

SPECIAL USE

3610

ORIGINAL

358145

(1) LOCKBOX #

ID# IB2001000610

PAGE NO 1 OF 1

FCC/MELLON

FCC USE ONLY

MAY 21 2001

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Kraskin, Lesse & Cosson, LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 815.00

(4) STREET ADDRESS LINE NO. 1

2120 L Street NW, Suite 520

RECEIVED

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) DAYTIME TELEPHONE NUMBER (include area code)

(202) 296-8890

(10) COUNTRY CODE (if not in U.S.A.)

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARYIF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

Berkshire Cable Corporation d/b/a Berkshire Long Distance

(12) STREET ADDRESS LINE NO. 1

19 Broad Street

(13) STREET ADDRESS LINE NO. 2

(14) CITY

Kinderhook

(15) STATE

NY

(16) ZIP CODE

12106

(17) DAYTIME TELEPHONE NUMBER (include area code)

(518) 758-9951

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

(20A) PAYMENT TYPE CODE (PTC)

C U T

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 815.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

5 2 1 9 0 8 9 0 4

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-1115 IS DIFFERENT FROM PAYER NAME IN A-2)

APPLICANT TIN

1 4 1 7 7 6 4 4 8

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, Certify under penalty of perjury that the foregoing and supporting information
(PRINT NAME)

are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

MASTERCARD

EXPIRATION DATE:

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD

AUTHORIZED SIGNATURE

DATE

For the service(s)/authorization(s) herein described

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC Form 159-C, Rev. 12/99

List A B C D E

CC
Docket
01-125

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)	
)	
BERKSHIRE CABLE CORPORATION)	File No. _____
d/b/a BERKSHIRE LONG DISTANCE,)	
Transferor.)	
)	
and)	
)	
CITIZENS COMMUNICATIONS COMPANY,)	
Transferee.)	

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.01 of the Commission's Rules, Berkshire Cable Corporation d/b/a Berkshire Long Distance ("Berkshire") and Citizens Communications Company ("Citizens"), hereby request Commission approval to transfer control to Citizens of the blanket Section 214 authorization associated with the provision of domestic interstate services currently provided by Berkshire.¹

I. Description of Transaction and Public Interest Statement

This transfer of control is requested in the context of a proposed transaction to effect a merger wherein Berkshire Telephone Corporation, the parent of Berkshire, will survive as a wholly-owned subsidiary of Citizens. Pursuant to that agreement, Berkshire will continue the provision of telecommunications services, including provision of interstate domestic services under the subject blanket Section 214 authorization.

¹ The parties are filing simultaneously herewith an Application for Consent to Transfer of Control of Berkshire's International Section 214 Authorization (File No. ITC-214-19970416-00213). Applications for the transfer of control of various wireless licenses are also filed or being filed with the Commission.

Berkshire is a privately-owned telecommunications company, providing local exchange and exchange access services to rural communities in New York State, as well as cable television services. In addition, Berkshire provides interstate and international services within its LEC service territory.

Citizens, a Delaware corporation, is a publicly traded, diversified public utility. All officers and directors of Citizens are US citizens. Through its operating subsidiaries and divisions, it will, upon closing of all pending and announced transactions, provide both regulated and competitive telecommunications to approximately 3 million customers in more than 25 states. In addition, Citizens provides electric, gas, water and wastewater services.

Citizens is a veteran in the provision of telecommunications services to rural and suburban communities, and has entered into the instant proposed transaction to further its business objective of expanding its operations to capitalize on efficiencies afforded by “critical mass,” focusing on smaller and rural markets. The proposed transaction will serve the public interest by affording existing Berkshire customers with innovative and cost-effective services, enabled by the combined size and depth of Citizens’ telecommunications interests. Existing customers will suffer no adverse impact due to the transaction, which will be transparent to consumers. The history of excellent customer service provided under Berkshire’s current owners will be continued under Citizens’ ownership.

The Commission may take official notice of Citizens’ qualifications as a provider of domestic interstate services, as demonstrated through its control of currently operating subsidiaries and divisions. Because the proposed transfer of control is in the public interest, convenience and necessity and otherwise complies with applicable law and regulations, the parties respectfully request prompt grant of this Application.

II. Contact Information

Contact information for Transferor, Berkshire Cable Corporation d/b/a Berkshire Long

Distance (a New York corporation):

Mr. Brian F. Kelly
President
Berkshire Cable Corporation
d/b/a Berkshire Long Distance
19 Broad Street
Kinderhook, New York 12106
Telephone (518) 758-9951

Contact information for Transferee, Citizens Communications Company (a Delaware corporation):

Mr. L. Russell Mitten II
General Counsel
Citizens Communications Company
Three High Ridge Park
Stamford, Connecticut 06905
Telephone (203) 614-5047

Copies of communications to the parties should be sent to their counsel:

Sylvia Lesse
Kraskin, Lesse & Cosson, LLP
Suite 520
2120 L Street, N.W.
Washington, D.C. 20037
Telephone (202) 296-8890

III. Conclusion

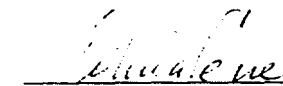
As demonstrated above, grant of this Application is in the public interest. Accordingly, the Parties request prompt approval.

Respectfully submitted,

Berkshire Cable Corporation
d/b/a Berkshire Long Distance

Citizens Communications Company

By: _____



Sylvia Lesse
Their Attorney

Kraskin, Lesse & Cosson, LLP
Suite 520
2120 L Street, N.W.
Washington, D.C. 20037
(202) 296-8890

May 21, 2001

DECLARATION OF BRIAN F. KELLY

I, Brian F. Kelly, President of Berkshire Cable Corporation d/b/a Berkshire Long Distance ("Berkshire"), do hereby declare under penalty of perjury that I have read the foregoing "Application for Transfer of Control" and that the facts stated therein with respect to Berkshire are true and correct, to the best of my knowledge, information and belief.

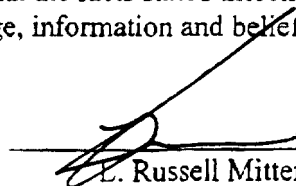


Brian F. Kelly

Dated: 5/16/01

DECLARATION OF L. RUSSELL MITTEN II

I, L. Russell Mitten II, General Counsel of Citizens Communications Company ("Citizens"), do hereby declare under penalty of perjury that I have read the foregoing "Application for Transfer of Control" and that the facts stated therein with respect to Citizens are true and correct, to the best of my knowledge, information and belief.



L. Russell Mitten II

Dated: 5/18/01

ANTI-DRUG ABUSE ACT CERTIFICATION

Pursuant to Sections 1.2001-1.2003 of the Commission's Rules, Citizens Communications Company ("Citizens") hereby certifies that neither it, nor any of its officers or directors, nor any of the shareholders holding 5 percent or more of the outstanding stock or shares (voting and/or non-voting) of Citizens is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

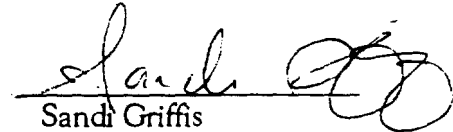
CITIZENS COMMUNICATIONS COMPANYBy: 

L. Russell Mitten II
General Counsel

Date: 5/18/01

CERTIFICATE OF SERVICE

I, Sandi Griffis, of Kraskin, Lesse & Cosson, LLP, 2120 L Street, NW, Suite 520, Washington, DC 20037, do hereby certify that on this 21st day of May, 2001, a copy of the foregoing International Section 214 Application for Berkshire Cable Corporation was mailed, first class postage prepaid, to the following:


Sandi Griffis

The Honorable George E. Pataki
Governor, State of New York
State Capitol
Albany, NY 12224

Tracy Wilson *
Policy and Program Planning
Common Carrier Bureau
Federal Communications Commission
445 12th Street SW
Washington D.C. 20554

Department of Defense
Assistant Secretary of Defense for C3I
1000 Defense Pentagon, Room 3E172
Washington, DC 20301-1000

John Dever *
Policy and Program Planning
Common Carrier Bureau
Federal Communications Commission
445 12th Street SW
Washington D.C. 20554

Department of State
EB/CIP/SCA
Room 4826
2201 C Street, N.W.
Washington, DC 20520

Michelle Carey, Chief *
Policy and Program Planning
Common Carrier Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

* Via Hand Delivery